Plan of Reorganization. 68

September 29, 1922

Mrs. Charles W. Bryan,
622 Bergen Avenue,
Jersey City, N. J.

My dear Mrs. Bryan:-

Enclosed is a copy of the plan of reorganization as reviewed by the committee appointed to study this. The most important changes are probably asking for 22 women instead of 20. The chart is to be included in this manuscript on page 5. The appendix is to be added to this covering the actions in the Blue Book in order that this statement may not seem so voluminous.

Very sincerely yours,

Assistant Secretary

s/k
Dictated, but not signed by Miss Sheibley

COOKE & MARVIN
31 NASSAU STREET
NEW YORK

HEDLEY V. COOKE
ARTHUR L. MARVIN

69

October 7, 1922

Woman's Board of Home Missions of the
Presbyterian Church,
156 Fifth avenue,
New York City.

Attention of Miss Torrence

My dear Miss Torrence:

In connection with the consolidation of your Board with other Missionary organizations, we feel that serious thought should be given to the method of protecting the funds and property of the various organizations.

Your Board holds trust funds of large amounts, the donors of which have not given you authority to turn them over to any other organization whatever. In the last few years we have had under consideration a number of times the question of the transfer to you of funds given to the Board of Home Missions in trust for your work, and we have had occasion to examine into the law governing the authority of the courts to permit a transfer of property to a new or substituted Trustee.

In the light of this experience we feel that careful consideration should be given both to the general method which is adopted and also to the phraseology which is to be used.

Your Board has responsibilities which it cannot evade and the moneys placed in your hands for certain purposes must be used for those purposes and no others.

We have no doubt that some satisfactory arrangement

can be worked out but no such casual steps should be taken a s were taken at the time of the incorporation of your Board.

Yours very truly,

Cooke & Marvin

64

COOKE & MARVIN
31 NASSAU STREET
NEW YORK

HEDLEY V. COOKE
ARTHUR L. MARVIN

February 28, 1923.

Mrs. Fred S. Bennett,
Woman's Board of Home Missions,
156 Fifth Avenue,
New York City.

My dear Mrs. Bennett:

Yesterday Mr. Carnochan dropped in to see me and left a copy of the proposed act to incorporate the Board of National Missions of the Presbyterian Church. Naturally I was interested in reading the act, but I told Mr. Carnochan that I believed the Woman's Board felt that its interests were sufficiently protected by the attorneys already consulted in regard to the incorporation and that I thought it was not your purpose to consult us separately in regard to the steps to be taken.

Mr. Carnochan was most courteous and said that in view of the conferences we have had regarding the Sage Estate and other matters, he felt impelled to advise us of the form of the proposed act.

From what Mr. Carnochan said it appeared to me that the reorganization is in competent hands and unless you advise me to the contrary I shall continue to assume that the Woman's Board does not wish to be separately represented, at least by attorneys. From a legal standpoint, the steps to be taken are complicated, but in view of the benevolent purposes of all of the organizations and the character of their management, I do not apprehend that serious practical difficulties will be found. I am writing Mr. Carnochan to call his attention to a couple of minor points in the wording of the proposed act.

Very truly yours,

ALM KMT

Arthur L. Marvin

Those three sprained ankles never came back to bother you?

COOKE & MARVIN
31 NASSAU STREET
NEW YORK

HEDLEY V. COOKE
ARTHUR L. MARVIN

March 13th, 1923

Mrs. F. S. Bennett, President,

Woman's Boad of Home Missions,

156 Fifth Avenue, New York City.

Dear Mrs. Bennett:

In accordance with our telephone conversation I am handing you herewith a copy of my letter to you of March 13th, and also the following documents which you handed me the other day:

Nothing of these in our office. E.B.

- Copy of letter to Dr. Hinitt, of Aug.2nd,1922
- Copy of statement by Woman's Board, dated Oct.11,1922 and marked "file copy".
- Copy of letter to Dr. Hinitt of Feb.15th,1923, and
- Part 1 of printed minutes of general assembly of 1922.

Will you note that on the fourth page of my letter to you in the eleventh (11) line the word "necessary" should be "necessity". This has been changed on the enclosed copy.

Very truly yours,

Arthur L. Marvin

ALM-HO'B.

68

COOKE & MARVIN
31 NASSAU STREET
NEW YORK

HEDLEY V. COOKE
ARTHUR L. MARVIN

March 13, 1923.

Mrs. F. S. Bennett,
President, Woman's Board of Home Missions,
156 Fifth Avenue, New York City.

My dear Mrs. Bennett:-

After seeing you and having an interview with Mr. Carnochan, I have considered the documents, copies of which you gave me, namely: your letter to Dr. Hinitt of August 2, 1922, the statement prepared by the Woman's Board and dated, October 11, 1922, the minutes of the General Assembly of May 27, 1922, and your letter to Dr. Hinitt of February 15, 1923.

Upon this examination it seems clear to me that the position of your Board and the members comprising it falls into two distinct divisions. The first is a technical or legal position and the question of whether or not the members of your Board would be liable to any of those who have made donations to your work. The second involves the practical or business questions that arise upon any transfer of the nature here contemplated.

In regard to the first, I think that your record is clear and that no liability will devolve upon your Board through its carrying out the directions of the General Assembly. Your charter states in Section 3 that the Trustees of your organization

> "shall remain in office for such period , and be removed and succeeded by others chosen at such time and in such manner as the said General Assembly of the Presbyterian Church of the United States of America

> shall from time to time direct and appoint and the conduct, management and administration of all of the business and affairs of such corporation (Woman's Board) shall at all times be expressly under and subject to the jurisdiction, supervision and direction of said General Assembly".

Section 7 of your charter contemplates the possible dissolution of the corporation and provides that in such event all of its property shall be turned over to the Board of Home Missions of the Presbyterian Church.

The present Committee on Reorganization and Consolidation was authorized by a resolution of the General Assembly, as shown on page 181 of Part I of the Minutes of 1922, to carry into effect the resolutions adopted relating to the proposed consolidation and

> "to perform all of the acts, to make all of the adjustments and to arrange and put into effect all of the details necessary to the consummation of said resolutions".

In view of these definite and comprehensive provisions, it would seem clear that it is your duty to comply with the instructions given by the Reorganization and Consolidation Committee and that that Committee has the authority to effect the immediate dissolution of your organization as a separate working body.

Taking up the second point above referred to -- that is the practical considerations and business relationships involved -- it seems to me that the position of your organization is most unfortunate. It is probably unnecessary to dwell upon the extent of your work both in territory and as measured in dollars, or upon the intricate nature of your organization. The present status of the work

represents the efforts and growth and development of a score of years. The members of your Board and particularly its officers must feel a great sense of responsibility both to the donors of your funds and to the beneficiaries for whose sake they have been given. It seems to me, therefore, that you should be fully advised as to the plans for reorganization and that you should leave no stone unturned to obtain such information so that you may cooperate to the fullest extent in effecting the proposed consolidation and so that the work in hand may be injured as little as possible.

In the minutes of the General Assembly I note, on pages 160 - 161, certain resolutions and assume that such resolutions were adopted although I have not found the paragraphs specifically adopting them. At all events, these resolutions refer to your Board and the Woman's Board of Foreign Missions and state partly as follows:

> "That great care be taken to conserve and develop the invaluable work done by women in the churches throughout the Country in the interest of missions,
>
> (1) By maintenance of the Woman's local, Presbyterial and Synodical Societies; and
>
> (2) By affording these Societies opportunity to make nominations to the Board for membership on the Board."

Again --

> "The General Assembly appreciates the large moral and financial responsibilities which these Boards have assumed for enterprises established on the Home and Foreign Mission Fields and realizes that the support of these have been secured only through the efficient and carefully coordinated organization of the women -- synodically, presbyterially and locally".

And again --

> "The General Assembly, therefore, recommends that these agencies be maintained at their present level of service and be held to their present standard of responsibility in order that the program of the local Church and the work assumed on the Mission Field shall not suffer during the period of the reorganization of the Boards ."

The foregoing resolutions appear to be part of the instructions given by the General Assembly to the Reorganization Committee and consequently that you are only following out the intentions of the General Assembly in urging the necessary of information being given you at an early date as to the details of the plan of consolidation. Furthermore, it would seem, under these instructions, as though the opinion of your organization should carry great weight on all of the details relating to your work and as to the general plan of transfer of your work to the Consolidated Board.

Your letter to Dr. Hinitt of February 15, 1923, covers the points involved with great clearness and I can appreciate that your Board would be reluctant to write again to the Reorganization Committee until a reply had been received to your former communication. At the same time, the interests involved are so large that I would suggest for your consideration that you waive such questions and write again urging that a detailed plan for the proposed transfer be worked out as soon as possible and with the cooperation and assistance of the officers of your organization. The present situation, with your annual meeting falling on the 24th of next month and with the resignations of your trustees and officers held in escrow ,

as it were, is most disquieting and is bound to be reflected in an injury upon the work in which all parties are interested.

Yours very truly,

Arthur L. Morris

Resolutions attached 64

COOKE & MARVIN
31 NASSAU STREET
NEW YORK

HEDLEY V. COOKE
ARTHUR L. MARVIN

March 19, 1923.

Woman's Board of Home Missions,
156 Fifth Avenue,
New York City.

Attention: Miss Torrence.

Dear Miss Torrence:

I am enclosing you two copies of Board Resolutions which I would suggest for submission to the meeting of your Board to be held March 27th. You will notice that I have left a blank in the resolutions for the full name of the Committee of Reorganization.

It would be better if the Committee of Reorganization would give your officers direct advice regarding these steps before the meeting of the Board. The Committee should write you asking that the proposed steps be authorized as soon as possible. As it stands the information comes from Mr. Carnochan to me and thence to you which cannot be a method satisfactory to the members of your Board in view of the importance of the desired action.

Yours very truly,

Arthur L. Marvin

ALM/M

RESOLUTIONS.

THE WOMAN'S BOARD OF HOME MISSIONS.

Resolutions to be presented March 27, 1923.

WHEREAS this Board has been advised by its counsel that the Board of Church Erection and the Board of Home Missions are taking the necessary legal action for the amendment of their charters so as to permit these organizations to transfer to the Board of National Missions of the Presbyterian Church in the United States of America the property and rights now held by them respectively, and

WHEREAS, it is the understanding of this Board that the Committee of the General Assembly known as the Committee of Reorganization and desires that this Board should authorize a like transfer of the property and rights of this corporation to the Board of National Missions of the Presbyterian Church in the United States of America,

NOW THEREFORE BE IT RESOLVED, that this Board does hereby authorize the conveyance and transfer of all of its property, estates and rights of any and every description to the Board of National Missions of the Presbyterian Church in the United States of America upon the completion of the incorporation of such body, provided such transfer shall be subject to the same limitations, conditions and trusts under

which they are held by this Board, and be it

FURTHER RESOLVED that the authority given by these resolutions shall cover all the estates, rights, legacies and any and all other property that may be received by this Board in the future as well as the property now in its possession, and be it

FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized to execute all such deeds, and other instruments as they may be advised by counsel are desirable or necessary to effect the transfer of the property of this corporation to the Board of National Missions of the Presbyterian Church in the United States of America, and to effect the purpose of these resolutions, and be it

FURTHER RESOLVED that the officers of this corporation are authorized to instruct the attorneys of the corporation to take such legal steps as may be necessary to amend the Act of the Legislature under which this body is incorporated for the purpose of giving to it legislative authority to make the transfer of its property described in these resolutions and that such officers are further authorized to take all other steps and do all other things which are necessary or desirable in the premises.

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March 23, 1923

Mr. William E. Carnochan
52 William Street
New York, N. Y.

My dear Mr. Carnochan:

As you are the New York representative of the Sub-Committee on legal matters of the Committee on Reorganization and Consolidation of the Boards and Agencies of the Presbyterian Church in the U.S.A., I am writing to you for official word in regard to the information, which has come to me entirely informally, about the amending of the Charter of the Woman's Board of Home Missions. The Board should have an official request for a step that is as important as this. I hope I may have this by Tuesday morning, the twenty-seventh, so that the Board can act upon the matter at its meeting on that date.

With cordial greetings,

Very sincerely yours,

General Secretary.

LHD/ED

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March 27, 1923

To Mr. Ledyard Cogswell

(Street and No.) 69 State Street

(Place) Albany, N. Y.

KINDLY INFORM MR. MARVIN WOMAN'S BOARD OF HOME MISSIONS APPROVED APPLICATION FOR AMENDMENT OF CHARTER AND PASSED RESOLUTIONS WITH FOLLOWING CHANGES IN RESOLUTIONS IN FIRST RESOLUTION AFTER TRANSFER OF INSERT ANY PART OR IN FOURTH RESOLUTION AFTER INCORPORATED INSERT IN ACCORDANCE WITH THE AMENDMENTS OF THE CHARTER APPENDED HERETO IF NOT CLEAR TELEPHONE CHELSEA 9838

M. KATHARINE BENNETT

re Amendment to Charter

SENDER'S ADDRESS FOR REFERENCE

SENDER'S TELEPHONE NUMBER

Mr Ledyard Cogswell
69 State St, Albany, N.Y.

Kindly inform Mr. Marcus Norman's Board of Home Missions approved application for amendment of charter and passed resolutions not following changes in Establishment:

In first resolution after "transfer
of" insert any part or

In fourth resolution after
"~~Legislature~~ incorporated." insert in accord-
ance with the amendments of the
Charter appended hereto.

Unit clear telephone
Chelsea 9838. Mrs ~~J. S. Bennett~~
M Katherine Bennett

Mrs. Bennett
Dear Lucy

Parsons, Closson & McIlvaine,
52 William Street,
New York, March 24, 1923

HERBERT. PARSONS
HENRY B. CLOSSON
TOMPKINS McILVAINE
WILLIAM E. CARNOCHAN
ALBERT S. WRIGHT

Mrs. Lucy H. Dawson
General Secretary
Woman's Board of Home Missions
156 Fifth Avenue
New York City

My dear Mrs. Dawson:

I have yours of the 23rd inst.

I do not think that I am personally authorized to do or say or ask anything officially. Nonetheless, it seems to me to be quite apparent that an amendment of your charter such as is proposed is in accordance with the plan adopted by the General Assembly as reported in the minutes of its last session. That, at least, is the view which I took as counsel for the Board of Home Missions and the view which also Judge Bruce has taken as counsel for the Board of Church Erection, with the result that each of those two Boards has applied for an amendment of its charter such as has been suggested in the case of your Board.

I have been under the impression that Mr. Conard of the Committee on Reorganization had been in communication with Mrs. Bennett, your president, upon the whole subject.

At any rate, I have no hesitation in expressing it as my opinion that an application for an amendment of your charter such as is proposed would be in accordance with the wish of the General Assembly's Reorganization Committee. Indeed, as counsel for the Board of Home Missions, I have felt that for it to abstain from applying for such an amendment to its charter would be tantamount to a failure on its part to loyally execute the will of the General Assembly, as expressed in the minutes of its last session.

Yours very respectfully,

William E. Carnochan

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COOKE & MARVIN
31 NASSAU STREET
NEW YORK

HEDLEY V. COOKE
ARTHUR L. MARVIN

WOMAN'S BOARD OF HOME MISSIONS • REC'D TREASURER'S OFFICE
MAR 22 1923

March 21, 1923.

Woman's Board of Home Missions,
156 Fifth Avenue,
New York City.

Attention: Miss Torrence.

Dear Miss Torrence:

I am enclosing you herewith draft of the proposed amendment to the charter of the Woman's Board ~~of Home Missions~~. I am sending a copy of this to Mr. Carnochan for his examination.

What we might call the enacting clause of the amendment, that is, Section 8, is a copy of a similar section drawn by Judge Bruce for the Trustees of the Church Erection Fund.

Very truly yours,

Arthur L. Marvin

1 Enc.
ALM/M

March 27,1923.

WOMAN'S BOARD OF HOME MISSIONS - AMENDMENT OF CHARTER AND RESOLUTIONS THEREON

The Treasurer, Miss Torrence, acting for the General Secretary, Miss Dawson, presented the following amendments to the Charter of the Woman's Board of Home Missions to be presented before the Senate and Assembly of the State of New York by the counsel for this corporation:

AN ACT
TO AMEND CHAPTER FOUR HUNDRED AND TWENTY OF THE LAWS OF 1915, ENTITLED "AN ACT TO INCORPORATE THE WOMAN'S BOARD OF HOME MISSIONS OF THE PRESBYTERIAN CHURCH IN THE UNITED STATES OF AMERICA".

The people of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. Sections 6 and 7 of Chapter Four Hundred and Twenty of the Laws of 1915 entitled "An Act to incorporate the Woman's Board of Home Missions of the Presbyterian Church in the United States of America" as amended by Chapter one hundred and ninety five of the Laws of 1916, are hereby amended to read respectively as follows:

Section 6. The Finance Committee of the Board of National Missions of the Presbyterian Church in the United States of America which said Board was incorporated by Chapter of the Laws of 1923 of the State of New York shall have the power to approve or disapprove of all proposed inventments of the said corporation and if any such investment is not approved by the said Finance Committee, it shall not be made.

Section 7. In the event of the dissolution of the corporation, all monies, securities and property remaining after the payment or satisfaction of all its outstanding debts and liabilities shall become the property of the Board of National Missions of the Presbyterian Church in the United States of America to be used by said Board for the purposes named in its Charter and for the purpose of making such payments and satisfaction, the right and title to all such monies, securities and properties shall on the said dissolution immediately vest in the said Board of National Missions.

Section 2. Chapter four hundred and twenty of the Laws of 1915 as amended by Chapter one hundred ninety five of the Laws of 1916 is hereby amended by adding a new section thereto to be known as Section 8 to read as follows:

Section 8. The said corporation is hereby authorized to assign, transfer, convey, set over and deliver to the Board of National Missions of the Presbyterian Church in the United States of America, any part or all of the property, estates, and rights of any and every description now held or enjoyed by it or which may hereafter be received by it, or to which it is or may hereafter become entitled by virtue of any grant, gift, bequest or devise or otherwise howsoever, as the said General Assembly may direct; upon the condition hereby expressly declared that said property, estates, rights, legacies, devises, bequests and gifts shall be received, held and used by the said Board of National Missions of the Presbyterian Church in the

United States of America upon the same trusts, and for the same uses and purposes only, as the same are now held or may now be used or otherwise would be held and used by the said corporation.

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Mrs. Arthur I. Marsh
31 Nassau Street,
New York, N. Y.

Following our conversation of yesterday, I am enclosing to you the papers which you requested, viz.,

Letter of January 24, 1922 to the Committee on Reorganization and Consolidation of the Boards and Agencies of the Presbyterian Church, U.S.A.

Letter of August 2, 1922 to Rev. Frederick W. Hinitt, D.D. Secretary of the Special Committee on the Reorganization and Consolidation of the Boards and Agencies of the Presbyterian Church.

Statement for the Woman's Board of Home Missions re Reorganization of the Boards and Agencies of the Presbyterian Church in the U.S.A.

Copy of the Minutes of the General Assembly (1922)

and

A Unified Financial System

The points which we discussed yesterday and which you felt should be brought to the attention of the conference on legal matters next Tuesday were:

I. CONTRACTS
   (a) Buildings being erected
   (b) With missionaries
   (c) With officers and clerks

II. FUNDS
   (a) The segregation of securities of the Woman's Board of Home Missions in the new Board of National Missions and the safe-guarding of their use for the same types of work as those for which they were given, or for the work of the women in the new National Board of Missions.
   (b) The advisability of a woman as Assistant Treasurer of the Board of National Missions, whose duty it shall be to receive all funds and carry all correspondence with the Presbyterial treasurers.

Note of explanation: The Presbyterial Treas-

urer is a volunteer officer of the woman's missionary organization to whom money is sent from the local organizations and who forwards it directly to the Treasurer of the Woman's Board of Home Missions at New York. We believe that it is necessary to maintain this connection in order that the funds may be secured in the future.

III. TREASURY

All bills for the mission field including salaries, provisions, repairs, equipment, buildings - are paid directly from the New York office, having been O.K'd by the executive of the mission field. Only small petty cash accounts are carried by the mission stations. This means that the mission field could not live a single day unless there was a treasurer at headquarters to sign checks.

IV. BEQUESTS

The necessity for providing a means whereby women can bequeath money for the work of the women under the Board of Methodist Missions.

Note: It has just been reported to Mrs. Bennett that one woman who had left a large amount in her will for the work of the Woman's Board of Home Missions has changed it as she desired her money to be administered by women.

Is there any way of meeting this objection?

Very sincerely yours,

LHD/ED

GENERAL SECRETARY'S OFFICE
REC'D APR 2 1923
ANS'D
By
WOMAN'S BOARD OF HOME MISSIONS

HEDLEY V. COOKE
ARTHUR L. MARVIN

COOKE & MARVIN
31 NASSAU STREET
NEW YORK

April 2, 1923.

Woman's Board of Home Missions,
156 Fifth Avenue,
New York City. Attention of Miss Dawson.

My dear Miss Dawson:

I have examined the papers that you sent me Friday in connection with the outline of organization for the Board of National Missions. I see that some of the suggestions contained in the statement of October 11th have been adopted. The two most important ones not adopted were in regard to a committee of whom the majority should be women, to handle the work of schools and hospitals and a woman assistant treasurer. My suggestion would be that tomorrow these two points should be your main suggestions regarding the reorganization.

Aside from these two points there are the provisions and adjustments that it is necessary to make at once in order to keep the work running. I am enclosing a suggestion of the points that it seems to me it would be well to bring up for discussion, all of which are taken from your memoranda. I will come to your office about ten o'clock tomorrow morning so as to have a little talk with you and Mrs. Bennett before the meeting.

I am returning herewith the statement of October 11th, printed outline of organization, the copy of letter to Dr. Stone of January 24, 1922, copy of letter to Dr. Hiniti of August 2, 1922, and copy of suggestions marked Unified Financial System.

Very truly yours,

ALM KMT

7 enc

Arthur L. Marvin.

68

Marvin

April 11, 1923

Mr. Arthur L. Marvin,
31 Nassaum Street,
New York, N. Y.

My dear Mr. Marvin:-

Replying to your letter of April sixth, I am glad to tell you that the Woman's Board of Home Missions has decided to hold an annual meeting as usual. I reported this decision to Mr. Conard, asking him if he had any definite objection to this and his reply was:

> "On the contrary, I am glad you have decided to hold a meeting on the regular date and proceed in the same manner as the other Boards."

This means that we shall be in definite shape to carry on the work of the present Woman's Board of Home Missions for so long a time as this will be desirable. In view of this decision, I think no further statement is necessary.

With appreciation of your interest,

Very sincerely yours,

President

b/k

COOKE & MARVIN
31 NASSAU STREET
NEW YORK

April 6, 1923.

HEDLEY V. COOKE
ARTHUR L. MARVIN

624L

Mrs. Fred S. Bennett,
Woman's Board of Home Missions,
156 Fifth Avenue,
New York City.

My dear Mrs. Bennett:

It seems probable that you will not be able to obtain from the Reorganization Committee definite instructions as to what action your Board should take. Under these conditions it seems to me that your Board must accept the responsibility of doing what it deems wise. It would be hard to justify the acceptance by your Board of informal verbal suggestions from individual members of the Reorganization Committee. The work is too important to permit of such informal handling.

It would seem to me that in the position in which your Board is now placed it would be wise for it to take any and all steps that might be necessary to keep the work running for a period of at least six months. For example, that your annual meeting should be held substantially as usual and officers elected for the period of six months instead of a year. Other steps such as appropriations or provision for payments on building contracts and other agreements relating to work in the field could be properly made with the same time limitation of six months.

The above necessarily is more the expression of a business judgment based on the facts of the case than a legal opinion and perhaps from your fuller knowledge you may think such a course as is suggested is unnecessary. On the other hand, if you think that some such action would be wise to preserve the continuity of the work and if a more formal letter from our firm along these lines would be of advantage to you, we will be glad to submit such a letter. I shall be away for about two weeks, but have talked the matter over with Mr. Cooke, who will be glad to consult with you if you deem it necessary.

Very truly yours,

ALM KMT

Arthur L. Marvin

Bv' 2

Parsons, Closson & McIlvaine,
52 William Street,
New York, October 6, 1923

6/8 By laws

HERBERT. PARSONS
HENRY B. CLOSSON
TOMPKINS McILVAINE
WILLIAM E. CARNOCHAN
ALBERT S. WRIGHT

Return to

Mrs. Fred S. Bennett, President
Woman's Board of Home Missions
156 Fifth Avenue
New York City

My dear Mrs. Bennett:

I enclose a copy of the by-laws of the Board of National Missions, as adopted.

I edited them somewhat before putting them in the hands of Mr. Morse, for insertion in the minutes, but I think without any alteration of their substance.

Yours very truly,

William E. Carnochan

70

The Woman's Board of Home Missions at its meeting in December 28, 1923, took the following action:

Whereas, The General Assembly at its meeting in Indianapolis, Indiana, in May 1923, took the following action as recorded in the printed Journal of the Assembly on pages 89, 90 and 91, under the heading:

C. BOARD OF NATIONAL MISSIONS

Whereas, In pursuance to instructions of the General Assembly of 1922 as recorded on page 181 of the printed Journal of that year, the Special Committee on the reorganization and consolidation of the Boards and Agencies of the Church did on the second day of May, 1923, effect the consolidation of the work of (a) the Board of Home Missions, (b) the Woman's Board of Home Missions, (c) Board of Church Erection Fund, (d) Board of Missions for Freedmen, (e) such portions of the work of the Board of Publication and Sabbath School Work as pertains to its missionary and evangelistic activities, (f) the work of the Permanent Committee on Evangelism, and (g) the special Committee on Chaplains in the U.S. Army and Navy, under the control of the Board of National Missions, with a charter granted by the State of New York; and

Whereas, The details of the work of said Committee in effecting the consolidation and reorganization of said Boards and Agencies, including plan of organization and the names of the persons constituting the initial membership of said consolidated board are set forth in its report found on pages 69 to 82 of the Blue Book of this Assembly; and on pages 32 to 41 and 3 to 5 of the Supplemental Report of the Committee (see pp. 70-73; 81-85).

Whereas, Said Committee has not undertaken to bring to an end the corporate existence of any of the subsidiary organizations entering into or forming a part of said consolidated board, but has retained the charters of all the existing corporations until there shall have been achieved all technical and legal adjustments necessary to complete transference and as long thereafter as may be necessary in order to protect the title and possession of property owned or controlled by the existing boards or Agencies, now therefore be it

Resolved, That the work of the Special Committee on the reorganization and consolidation of the Boards and Agencies of the Church in

the organization and setting up of the Board of National Missions be ratified, confirmed and approved; that the said Board of National Missions be authorized and empowered to proceed as the representative and agent of the General Assembly to carry on the work to which it has succeeded; that it take the possession of, or direct the use of, all incomes and funds appertaining to the work it has taken over, which are in, or may come into, the treasury of the subsidiary Boards and Agencies, or to which they may be entitled but the said incomes and funds are to be used in strict compliance with the trusts under which they were obtained; and as the representative and agent of the General Assembly that it direct and control the functions of the Boards and Agencies to whose work and activities it has succeeded, as long as said subsidiary Boards and Agencies may remain in existence; that it take over from said subsidiary Boards and Agencies the property, funds, securities and other assets belonging to them whenever in the judgment of the said Board of National Missions it may legally be done without loss to the Church and whenever directed by said Board of National Missions, the said subsidiary Boards and Agencies are hereby authorized and directed to convey, transfer and deliver to the Board of National Missions the property, funds, securities and other assets belonging to said subsidiary Boards and Agencies, or such parts thereof as said Board of National Missions may from time to time direct, and that where necessary the subsidiary Boards will obtain such legal authority as may be necessary to enable them to do so; all property, funds, securities and other assets so turned over and taken possession of by said Board of National Missions to be held and used in strict conformity to the trusts under which they were obtained by said subsidiary Boards and Agencies; and whenever in the judgment of said Board of National Missions the subsidiary Boards or Agencies or any one or more of them can be dissolved without endangering the interest of the Church in gifts, legacies or devises, or property rights of a substantial nature, that it be done; and that in the meantime said subsidiary corporations be maintained in as simple and economic a manner as possible, and

WHEREAS, the Board of National Missions at its meeting on May 2, 1923, took the following action:

"IT WAS VOTED that the Boards and Agencies now being incorporated into the Board of National Missions be asked to continue the discharge of their present functions and responsibilities until the meeting of the Board of National Missions to be held in September 1923."

And on September 27, 1923, the Board of National Missions took the further action:

"That the Board organize the Division of Promotion and instruct it to begin operation on October first, 1923, taking over as of that date, from the constituent Boards, all of those interests and activities which come within the scope of this Division's work". and

"That the Board instruct its Executive Committee to confer in connection with the Executive and Staff Councils of each of these organizations, to perfect the details of the arrangements whereby

all of the other operating Divisions of the Board will be organized and will take over the administration of all work from all of the constituent Boards and Agencies as early as possible."

and the Executive Committee of the Board of National Missions acting with the full powers of the Board in accordance with its Charter and By-laws, took the following action on December 7, 1923:

"1. That after January 1 next, all Divisions and Departments operate under the name and by the authority of the Board of National Missions.

"2. That for the remainder of the fiscal year the constituent Boards and Agencies be requested to continue to support through their treasuries such phases of work as are at present incorporated in their respective budgets.

"3. That the Executive Committee of the National Board request the constituent Boards and Agencies to decide necessary matters under their present operating budgets until March 31 next, reporting all actions and expenditures to the Executive Committee for approval.

"4. That said Executive Committee request that all new commitments, financial and otherwise, be presented to it for approval before same are entered into by any of the constituent Boards or Agencies.

"5. That their separate treasuries be maintained by the constituent Boards and Agencies as already provided but that each make full reports monthly as to its financial status to the Acting Treasurer of the National Board."

THEREFORE BE IT RESOLVED: that the Woman's Board of Home Missions hereby conforms to the request of the Board of National Missions acting under the authority of the General Assembly to transfer the administration of all departments of its work to the said Board of National Missions on January 1st, 1924; and instructs its Executive Council to take such action as will effect this transfer in accordance with the above resolution; and

RESOLVED: That the Woman's Board of Home Missions instruct its Treasurer for the remainder of the fiscal year, January 1, 1924 to March 31, 1924, to apply all income for current worktowards the support of the work heretofore carried on by the Woman's Board of Home Missions and included within the appropriated budget for the current fiscal year and now transferred to the Board of National Missions;

RESOLVED: That the Woman's Board of Home Missions instruct and authorize its Treasurer to make full reports monthly to the Acting Treasurer of the Board of National Missions according as he may request:

RESOLVED: That the Woman's Board of Home Missions instruct its General Secretary to make full report to the Clerk of the Board of National Missions prior to the monthly meetings of that Board of all actions taken by

Very sincerely yours,

General Secretary.

RESOLVED: That the Women's Board of Home Missions instruct its Treasurer to make full report of the Clerk of the Board to Missionary Secretary to make full report of the Board to all sections every month.

RESOLVED: That the Women's Board of Home Missions instruct its Treasurer to make full report of the Clerk of the Board to Missionary Secretary to make full report of the Board to all sections every month.

Miss Dawson. This was given
to me for attention. Reported
this A. M. (May 10th) final
result of this matter +
Herewith return letter
& files.

M. K. Bennett

Mr. Morse

1) Letter to Mr. Henderson.

2) New subsidiary Board.

3) Conf. on Indian affairs.

Together.

Miss Keator.

The Board of National Missions
of the Presbyterian Church in the U.S.A.
156 Fifth Avenue, New York, N. Y.

DIVISION OF PROMOTION
AND
MAY 8 1924
Board of National Missions
OFFICE OF
THE CLERK OF THE BOARD

70

May 1, 1924.

Miss Lucy H. Dawson,
156 Fifth Avenue,
New York City.

My dear Miss Dawson:-

The Board of National Missions at its regular meeting in Chicago, April 24th, voted to overture the General Assembly to reduce the size of the membership of the Woman's Board of Home Missions from its present number to nine, these nine members to be arranged in three classes of three each.

To expedite this action I am instructed to ascertain whether the resignations which the members of the Woman's Board of Home Missions put in the hands of the General Assembly's Committee on Consolidation and Reorganization are still open to acceptance. If it appears that they are not, I am instructed to ask the members of the constituent Boards to tender their resignations anew, except that the members of the classes which expire with this meeting of the General Assembly need not present resignations.

I am further instructed in transmitting these actions to your Board to request that your Board indicate to me, if it desires to do so, what nine persons it would nominate for membership on the Board as reconstituted if the General Assembly adopts the recommendation to reduce the size.

May I call to your attention, as bearing upon this request, the instructions of the General Assembly that the membership of the constituentBoards should as far as possible be drawn from the membership of the Board of National Missions.

Very sincerely yours,

H. N. Morse

H. N. MORSE

HNM/EMI

Officers By

68 By Laws

WOMAN'S BOARD OF HOME MISSIONS

June 10,1924

The President of the former Woman's Board of Home Missions took the Chair and explained to those present that this Board has called now as a Board of nine members reconstituted by action of the General Assembly at its last meeting in Grand Rapids, May 22-28, 1924. She further explained that the special responsibility of this holding Board will be to care for the permanent funds and various financial interests of the Woman's Board of Home Missions; to transfer interest on permanent funds and to transfer property and funds as occasion may demand to the Board of National Missions.

Present: Mrs. F. S. Bennett
Mrs. E.B.Cobb
Mrs. W.D.Harper
Mrs. H.B.Heylman
Miss Annie Hyatt
Miss Emma Jessie Ogg
Miss Mabel Gordon Parker
Mrs. D. E. Waid

The meeting was opened with prayer in which Miss Parker led and others followed.

Officers: It was recommended that the election of the following officers of the Woman's Board of Home Missions at its annual meeting April 22, 1924, become the action of this reconstituted Board:

President - Mrs. F. S. Bennett
Vice-President - Miss Annie Hyatt
Recording Secretary - Miss Emma Jessie Ogg
General Secretary - Miss Lucy H. Dawson
Treasurer - Miss Mary W. Torrence

VOTED that this recommendation be approved.

Meetings: It was recommended that the Woman's Board of Home Missions meet regularly on the Third Tuesday of each month at 12:30 o'clock, except during June, July and August.

VOTED that this recommendation be approved.

Officers - Attendance at Meetings -

The question arose as to what officers of the Board of Nation

sions should sit in the meetings of the Woman's Board.

It was recommended that the women officers of the Board of National Missions may have the privilege of attending the meetings of the Woman's Board.

VOTED that this recommendation be approved.

BY-LAWS - COMMITTE ON

As there are legal matters to which it is necessary to attach ~~quotations~~ a certified copy of ~~from~~ the By-Laws of the Board , it was recommended that a committee be appointed to so revise the By-Laws of the Woman's Board as to make them usable for this reconstituted Board.

VOTED that a committee of two be appointed by the Chair.

Committee: Miss Emma Jessie Ogg
Miss Mabel Gordon Parker

ANNUITY FUNDS

Various questions regarding annuity funds having come to Headquarters and to officers traveling on behalf of the Board, the following resolution was presented:

> Resolved: That for the present the Woman's Board continue its policy in regard to matured annuities as follows:
>
> "That sufficient maturing undesignated Annuity gifts be placed in the Annuity Gifts Matured Account and kept invested, to render the combined accounts - Annuity Gifts and Annuity Gifts Matured, self-supporting.
>
> Furthermore, that only after such time as the interest from the combined accounts shall be sufficient to cover all interest paid to Annuitants shall any surplus of the Annuity Gifts Matured Account be voted into any other fund of the Board."
>
> Furthermore: that the Woman's Board hold its annuity funds and interest on the same and pay interest to annuitants from the income on invested funds.

VOTED that this resolution be adopted.

LEGACY RESERVE FUND

It was recommended that the Woman's Board of Home Missions inquire concerning the policy of the Board of National Missions with reference to undesignated legacies left to the Board or any of its subsidiary Boards. It is a matter of special interest to the Woman's Board since the following has long been its policy:and the funds thus reserved have been the basis of building operations:

"1. That beginning April 1, 1915, the regular budget for current work shall not be based on receipts from legacies.

2. That a special fund to be known as "THE LEGACY RESERVE FUND" shall be created in which all legacies undesignated shall be placed.

3. That legacies designated for a particular field or station shall be placed in the Legacy Reserve Fund herein referred to until needed, the field or station for which they are to be used to be clearly recorded when the amounts are set aside.
Should a legacy be designated for a special building, it shall be entered in a building fund to the credit of the school or station named in the bequest.

4. That all legacies ~~hx~~ placed in said Legacy Reserve Fund shall be available on vote of the Woman's Board for buildings, repairs and improvements, special equipment, the pruchase of land, the Emergency Fund, and in case of absolute need for deficits on current work under the budget.

5. That all legacies which by the terms of the will must be invested, and the income only used as dictated in the will, shall be placed in the Permanent Fund of the Woman's Board.
That these recommendations go into effect im-
~~mediately.~~"

This action was taken by the Woman's Board because the uncertainty of legacy funds make them unavailable as a basis for current work budgets and it is the Board's desire to continue this policy which has commended itself to its constituency.

The Treasurer, Miss Mary W. Torrence, presented the following recommenda-
tions:

That the guaranteed mortgage of $3500.-, 5 1/2% interest, on property at 57th Street, Brooklyn, be renewed for a term of three years.

VOTED that this recommendation be approved.

That the guaranteed mortgage of $5000.-, 5 1/2% interest, on property at 48th Street, Brooklyn, falling due in August be renewed for a term of three years.

VOTED that this recommendation be approved.

That the guaranteed mortgage of $3500.-, 5 1/2% interest, on property on Georgia Avenue, Brooklyn, N. Y., falling due in September be increased to $5000.- and taken for a term of three years.

The following substitute recommendation was offered:

That the Treasurer be asked to look into the valuation of the property to see if it warranted this increased mortgage and if the information proves satisfactory she be authorized to take this larger mortgage.

VOTED that this recommendation be approved.

Vaughn-Marquis Estate

In view of the fact that the Woman's Board is the custodian of the income of the funds of the Vaughn-Marquis Estate and in view of the fact that this Board makes report to the Synodical Society of Wisconsin regarding such funds, it is recommended (1) that the Director of the Department of City, Immigrant and Industrial work, be asked to send the budget for the year for work on Gogebic Range to this Board for approval. (2) That any further expenditures to be made from this fund be sent to the Woman's Board for approval.

VOTED that these recommendations be approved.

It was recommended that Mrs. D. E. Waid as former Chairman of the Christian Social Service Committee be asked to act with the Treasurer, Miss Torrence, in approving the budget for this work for the current year.

On motion the meeting adjourned.

Respectfully submitted,

Emma Jessie Ogg

Recording Secretary

68

Pg Laws

Woman's Board of Home Missions
of the
Presbyterian Church in the United States of America

156 Fifth Avenue, New York, N. Y.

The Secretary of State
State of New York
State House
Albany, New York

January 26, 1925

Dear Sir:

A question has arisen on which the Woman's Board of Home Missions of the Presbyterian Church in the United States of America, incorporated under the laws of the State of New York, desires an opinion from the State and we have been directed to apply to you for such, as it is in regard to the terms under which we were incorporated and the binding power of such incorporation.

The Charter of the Woman's Board of Home Missions is herewith enclosed as "Exhibit A". As will be seen from this Charter the Woman's Board of Home Missions is a religious body subject to the jurisdiction of the General Assembly of the Presbyterian Church in the United States of America. On May 21, 1923, that body took the following action:

> "In pursuance to instructions of the General Assembly of 1922 as recorded on page 181 of the printed Journal of that year, the special Committee on the Reorganization and consolidation of the Boards and Agencies of the Church did on the second day of May, 1923, effect the consolidation of the work of (a)the Board of Home Missions, (b) the Woman's Board of Home Missions, (c) Board of Church Erection Fund, (d) Board of Missions for Freedmen, (e) such portions of the work of the Board of Publication and Sabbath School Work as pertains to its missionary and evangelistic activitées, (f) the work of the Permanent Committee on Evangelism, and (g) The Special Committee on Chaplains in the U. S. Army and Navy, under the control of the Board of National Missions, with a charter granted by the State of New York."

The Woman's Board of Home Missions, at a meeting held December 28, 1923, took the following action:

> "WHEREAS, the Board of National Missions at its meeting on May 2, 1923, took the following action:
>
> > 'IT WAS VOTED that the Boards and Agencies now being incorporated into the Board of National Missions be asked to continue the discharge of their present functions and responsibilities until the meeting of the Board of National Missions to be held in September 1923.'
>
> And on September 27, 1923, the Board of National Missions took the further action:

'That the Board organize the Division of Promotion and instruct it to begin operation on October 1, 1923, taking over as of that date, from the constituent Boards, all of those interests and activities which come within the scope of this Division's work.'

'That the Board instruct its Executive Committee, in conjunction with the Executive and Staff Councils, as soon as these are organized, to perfect the details of the arrangements whereby all of the other operating Divisions will be organized and will take over the administration of all work from all of the constituent Boards and Agencies as of January 1, 1924, if possible.'

And the Executive Committee of the Board of National Missions, acting with the full powers of the Board in accordance with its Charter and By-Laws, took the following action on December 7, 1923:

'1. That after January 1 next, all Divisions and Departments operate under the name and by the authority of the Board of National Missions.

'2. That for the remainder of the fiscal year the constituent Boards and Agencies be requested to continue to support through their treasuries such phases of work as are at present incorporated in their respective budgets.

'3. That the Executive Committee of the Board of National Missions request the constituent Boards and Agencies to decide necessary matters under their present operating budgets until March 31st. next, reporting all actions and expenditures to the Executive Committee for approval.

'4. That said Executive Committee request that all new commitments, financial and otherwise, be presented to it for approval before same are entered into by any of the constituent Boards or Agencies.

'5. That their respective treasuries be maintained by the constituent Boards and Agencies as already provided but that each make full reports monthly as to its financial status to the Acting Treasurer of the Board of National Missions.'

THEREFORE BE IT RESOLVED: That the Woman's Board of Home Missions hereby conform to the request of the Board of National Missions acting under the authority of the General Assembly to transfer the administration of all departments of its work to the said Board of National Missions on January 1, 1924; and

RESOLVED: That the Woman's Board of Home Missions instruct its treasurer for the remainder of the fiscal year, January 1, 1924, to March 31, 1924, to apply all income for current work towards the support of the work heretofore carried on by the Woman's Board of Home Missions and included within the appropriated budget for the current fiscal year and now transferred to the Board of National Missions.

RESOLVED: That the Woman's Board of Home Missions instruct and authorize its treasurer to make full reports monthly to the Acting Treasurer of the Board of National Missions according as he may request.

RESOLVED: That the Woman's Board of Home Missions instruct its General Secretary to make full report to the Clerk of the Board of National Missions prior to the monthly meetings of that Board of all actions taken by the Woman's Board of Home Missions.

RESOLVED: That the Woman's Board of Home Missions agree that no new commitments, financial and otherwise, shall be entered into without the approval of the Board of National Missions or its Executive Committee.

VOTED that these resolutions be adopted."

Pursuant to above resolutions the Board of National Missions was organized under Charter of April 24, 1923, which is enclosed marked "Exhibit B".

The Charter of the Woman's Board of Home Missions was amended by Chapter 657 of the laws of the State of New York, as follows:

"AN ACT TO AMEND CHAPTER FOUR HUNDRED AND TWENTY OF THE LAWS OF 1915, ENTITLED 'AN ACT TO INCORPORATE THE WOMAN'S BOARD OF HOME MISSIONS OF THE PRESBYTERIAN CHURCH IN THE UNITED STATES OF AMERICA'

The people of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. Sections 6 and 7 of Chapter Four hundred and twenty of the Laws of 1915 entitled 'An Act to incorporate the Woman's Board of Home Missions of the Presbyterian Church in the United States of America' as amended by Chapter one hundred and ninety-five of the Laws of 1916, are hereby amended to read respectively as follows:

Section 6. The finance committee of the Board of National Missions of the Presbyterian Church

in the United States of America which said board was incorporated by Chapter 657 of the Laws of 1925 of the State of New York shall have the power to approve or disapprove of all proposed investments of the said corporation and if any such investment is not approved by the said finance committee, it shall not be made.

Section 7. In the event of the dissolution of the corporation, all monies, securities and property remaining after the payment or satisfaction of all its outstanding debts and liabilities shall become the property of the Board of National Missions of the Presbyterian Church in the United States of America to be used by said board for the purposes named in its charter and for the purpose of making such payments and satisfaction, the right and title to all such monies, securities and properties shall on the said dissolution immediately vest in the said Board of National Missions.

Section 2. Chapter Four hundred and twenty of the Laws of 1915 as amended by Chapter one hundred ninety-five of the Laws of 1916 is hereby amended by adding a new section thereto to be known as Section 8 to read as follows:

Section 8. The said corporation is hereby authorized to assign, transfer, convey, set over and deliver to the Board of National Missions of the Presbyterian Church in the United States of America, any part or all of the property, estates, and rights of any and every description now held or enjoyed by it and/or which may hereafter be received by it, or to which it is or may hereafter become entitled by virtue of any grant, gift, bequest or devise or otherwise howsoever, as the said General Assembly may direct; upon the condition hereby expressly declared that said property, estates, rights, legacies, devises, bequests and gifts shall be received, held and used by the said Board of National Missions of the Presbyterian Church in the United States of America upon the same trusts, and for the same uses and purposes only, as the same are now held or may now be used or otherwise would be held and used by the said Corporation.

Section 3. This act shall take effect immediately."

The Board of National Missions on April 24, 1924, took action as follows:

"It was voted to recommend to the General Assembly that it reduce the number of members of the Board of Home Missions, the Board of Church Erection, and The Woman's Board of Home Missions to nine in each case, These to be arranged in three classes of three each."

The General Assembly in May 1924 elected but nine members to constitute a Holding Woman's Board of Home Missions.

On June 10, 1924, the nine members of the Woman's Board of Home Missions met and elected officers as follows:

"President - Mrs. F. S. Bennett
Vice-President - Miss Annie Hyatt
Recording Secretary - Miss Emma Jessie Ogg
General Secretary - Miss Lucy H. Dawson
Treasurer - Miss Mary W. Torrence"

On June 12, 1924, the National Missions, acting under the authority vested in it by its Charter and, also, by the General Assembly, and concurred in by the Amended Charter of the Woman's Board of Home Missions, Section 8, took action as follows:

"WHEREAS the General Assembly of the Presbyterian Church in the United States of America did, at its annual session, held in Grand Rapids, Michigan, on the 26th of May, 1924, approve and adopt the following overture from the Board of National Missions, namely:

'Pursuant to the authority conferred upon the Board of National Missions of the Presbyterian Church in the United States of America, by Chapter 247 of the Laws of 1923 of the State of New York, and to the authority conferred on the Woman's Board of Home Missions of the Presbyterian Church in the United States of America by Chapter 657 of the same laws, the General Assembly hereby authorizes and directs the Woman's Board of Home Missions of the Presbyterian Church in the United States of America to assign, transfer, convey, set over and deliver to the Board of National Missions of the Presbyterian Church in the United States of America any part or all of the property, estates and rights of any and every description now held or enjoyed by it and or which it is or may hereafter become entitled by virtue of any grant, gift, bequest or devise or otherwise howsoever, upon the sole condition and consideration to be expressly provided and declared, that the said Board of National Missions assumes and agrees to pay and discharge all the debts, obligations, contracts and covenants of the said Woman's Board of Home Missions and that the said Board of National Missions receives, holds, and will use exclusively each and all of the said property, estates, rights, legacies, devises, bequests and gifts thus assigned, conveyed, transferred, set over and delivered to it by said Woman's Board of Home Missions for the same uses and purposes only as the same are now held or may now be used or otherwise would be held and used by the said Woman's Board of Home Missions.

'The Woman's Board of Home Missions is authorised and directed to make from time to time all or any of the assignments, transfers and deliveries hereinbefore mentioned whenever the said Board of National Missions by resolution duly passed by it may request that the same be made.'

NOW, THEREFORE, BE IT RESOLVED that in accordance with the action of the General Assembly and in accordance with the provisions contained in the charter of the Board of National Missions (Chapter 247 of the Laws of 1923 of the State of New York) and the provisions of the amendment to the charter of the Woman's Board of Home Missions made by Chapter 657 of the same laws, the Woman's Board of Home Missions be and it is hereby requested to pay, assign, transfer, convey, set over and deliver to the Board of National Missions of the Presbyterian Church in the United States of America all of the property, estates and rights of any and every description now held or enjoyed by said Woman's Board of Home Missions and or which may hereafter be received by it and or to which it is or may hereafter become entitled by virtue of any grant, gift, bequest, or devise or otherwise, howsoever, upon the condition and consideration hereby expressly declared that this, the Board of National Missions, assumes and agrees to pay and discharge all the debts, obligations, contracts and covenants of said Woman's Board of Home Missions, and that the Board of National Missions will receive, hold and use exclusively each and all of the said property, estates, rights, legacies, devises, bequests and gifts thus paid and assigned, transferred, conveyed, set over and delivered to it, the said Woman's Board of Home Missions to, for, and upon the same uses and purposes only as the same are now held or may now be used or otherwise would be held and used by the said Woman's Board of Home Missions."

The General Assembly on May 27, 1924, approved the above action and added thereto the following:

"The Woman's Board of Home Missions is authorized and directed to make from time to time all or any of the assignments, transfers and deliveries hereinbefore mentioned whenever the said Board of National Missions by resolution duly passed by it may request that the same be made."

When the Board prepared to do this, it was suggested to it that under its original Charter, naming thirty-three women as those who should constitute the Board, a provision not changed when the amendments to the Charter were made, the Board of nine was not a legal Board, but that by the terms of the Charter there must be thirty-three members to constitute a legal holding Board.

It is this question on which we desire your opinion. Can the Woman's

Board of Home Missions, under its Charter, be legally constituted by nine members? Thanking you for any light that you can give us in this matter, we are

Very truly yours,

Pres.

Gen'l Sec.

WKB:DM

Pr 68
By-laws

February 2, 1925

Mr. Roy M. Hart
32 Court Street
Brooklyn, New York

My dear Mr. Hart:

Inasmuch as you raised a question about the legality of the number of members of the Woman's Board of Home Missions being reduced to nine, I am writing to tell you that Dr. Marquis thought that we should have an official ruling on the number of members.

I am enclosing you a copy of a letter which Mrs. Bennett and I have sent to the Secretary of State of New York so that you may know what we have said. We would be glad to have your opinion on this matter.

Faithfully yours,

Secretary

LHD:WD
Enclosure

8503
TELEPHONE 8504 MAIN
8505

COOMBS & WILSON
COUNSELLORS AT LAW
32 COURT STREET

SAMUEL H. COOMBS
ROBERT H. WILSON
C.W. WILSON, JR.
ROY M. HART

DIVISION OF PROMOTION
ANS.
FEB 4 1925
BY
Board of National Missions

BROOKLYN, N.Y. Feb. 3, 1925

Miss Lucy H. Dawson,
156 - Fifth Avenue,
New York City.

My dear Miss Dawson:

I am in receipt of your letter of February 2nd, 1925, enclosing copy of a letter sent to the Secretary of State, for which I thank you.

I shall be glad to go over the matter and write you again.

Very truly yours,

RMH:R

By Laws

The Board of National Missions
of the Presbyterian Church in the U.S.A.

156 Fifth Avenue, New York, N. Y.

DIVISION OF
GENERAL PROMOTION

COPY

February 4, 1925

Mrs. F. S. Bennett, Pres.
Woman's Board of Home Missions
156 Fifth Avenue
New York City.

Dear Madam:-

Your letter of recent date with reference to the proposed change in the charter of the Women's Board of Home Missions of the Presbyterian Church in the United States of America has been duly received and has been given careful consideration.

It would seem that the persons named in section 1 of the Act of Incorporation constitute the board of directors or trustees of the corporation within the meaning of that term as defined by subdivision 6 of section 3 of the General Corporation Law.

We also observe that section 2 of the Act of Incorporation of said board provides that the corporation shall be subject to the provisions of the Membership Corporations Law so far as the same are applicable to said corporation.

Section 14 of the Membership Corporations Law as amended by chapter 577 of the laws of 1921 prescribes the method for increasing or reducing the number of directors of a membership corporation created under or by a general or special law. In order to reduce the number of directors of the board proceedings pursuant to that section would be necessary.

The printed pamphlets enclosed with your communication are returned herewith.

Respectfully yours,

(sd.) Florence E. S. Knapp

Secretary of State
by F

66
By-laws

February 5, 1925

Mr. Roy M. Hart
32 Court Street
Brooklyn, New York

My dear Mr. Hart:

The enclosed copy of a letter has been received from the Secretary of State in reply to our inquiry regarding the number of women on the reconstituted Woman's Board of Home Missions. Mrs. Bennett and I feel it should go to you as it needs a lawyer to interpret it.

Very sincerely yours,

Secretary

LHD:ED
Enclosure

ADDRESS ALL COMMUNICATIONS TO
SECRETARY OF STATE

WTF/P-592

FLORENCE E. S. KNAPP
SECRETARY OF STATE

STATE OF NEW YORK
SECRETARY OF STATE'S OFFICE
ALBANY

CHARLES W. TAFT
DEPUTY
MARK STERN
SECOND DEPUTY

By 6 & Bylaws

February 4, 1925.

Mrs. F. S. Bennett, Pres.,
Woman's Board of Home Missions
156 Fifth Ave.,
New York City.

Dear Madam:-

Your letter of recent date with reference to the proposed change in the charter of the Womens Board of Home Missions of the Presbyterian Church in the United States of America has been duly received and has been given careful consideration.

It would seem that the persons named in section 1 of the Act of Incorporation constitute the board of directors or trustees of the corporation within the meaning of that term as defined by subdivision 6 of section 3 of the General Corporation Law.

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The printed pamphlets enclosed with your communication are returned herewith.

Respectfully yours,

Florence E. S. Knapp
Secretary of State.
by

TELEPHONE 3850
3851 TRIANGLE
3852

COOMBS & WILSON
COUNSELLORS AT LAW
32 COURT STREET

SAMUEL H. COOMBS
ROBERT H. WILSON
C.W. WILSON, JR.
ROY M. HART

RECEIVED
MAY 15 1925
BOARD OF FOREIGN MISSIONS

BROOKLYN, N.Y. May 14, 1925

Miss Lucy H. Dawson,
156 - Fifth Ave.,
New York City.

My dear Miss Dawson:

I am in receipt of the copy of the charter of the Women's Board of Home Missions which you sent to me this morning.

On examining the said charter, I find there is no provision in the same for the reduction of the number of the members who are vested with the management of the corporation, either by the corporation itself or by the General Assembly. If the General Assembly did reduce the number in 1924 to nine, it is my opinion that such action is of no effect.

The proper procedure would be to have the General Assembly direct the corporation to take such steps as may be necessary to bring about such reduction in number.

The membership corporation law provides in Section 14 the method to be pursued in bringing about such reduction. I am herewith enclosing copy of such section.

I understand that the members of your Board handed in their resignations last year as did the members of the other Boards. If these resignations were accepted, as I take it they were, I think the coming General Assembly should proceed to elect members to your Board so that there may be the full number as provided in the charter, to wit: thirty-three.

I am,

Very truly yours,

Roy M. Hart

RMH:R

Enc.

Parsons, Closson & McIlvaine,
52 William Street,
New York,

HERBERT. PARSONS
HENRY B. CLOSSON
TOMPKINS McILVAINE
WILLIAM E. CARNOCHAN
ALBERT S. WRIGHT

CABLE ADDRESS
"PARCLOS"

May 16, 1925

Rev. Dr. John A. Marquis,
General Secretary, Board of National Missions,
Deschner Hotel,
Columbus, Ohio.

Dear Sir:

This is in answer to yours of the 14th inst.

1. I do not find either in the charter of the Woman's Board or in the charter of the Board of Church Erection, copies of which you sent me, any express provision, such as is contained in the charter of the Home Board, to the effect that the trustees may be increased or diminished by the General Assembly. This being so, I think that in the case of each Board a reduction of its trustees must be accomplished by an appropriate amendment of its charter.

2. You suggest in your letter that you will have the Boards directed by the General Assembly to "take proper legal steps to enable the membership to be reduced". That is probably a good idea, but the fact of the matter is, as I understand, that they have already been so directed, as the following quotations from the Minutes of the General Assembly of 1923 indicate.

Report of Legal Committee, ratified, I believe, by the General Assembly, (p.79):

> "In effecting the consolidation of the work and administrative functions of the Boards and Agencies of the Church into four Boards, great care has been exercised in pursuance to the injunctions of the General Assembly, to keep alive existing Boards so that by no chance will the Church or any of its organizations fail in securing bequests and legacies which have already been made, or which are in contemplation. It leaves a considerable number of organizations to be maintained until the proper time has arrived for their dissolution

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and it is important that their maintenance be accompanied with as little expense and trouble as possible. Memberships should be reduced to the extent permitted by the respective charters. In most instances however the membership of the subsidiary Boards cannot be decreased without charter amendments and steps should be taken by the four consolidated Boards to secure amendments which will permit a substantial reduction in the membership of the subsidiary Boards. In the meantime they should be kept alive in the same manner as has been done in the past and meetings will have to be held in accordance with the requirements of their respective charters, officers elected and all other necessary corporate acts observed. The officers should serve without salaries and no expense should be incurred which is not absolutely necessary for the purpose of keeping the organization alive. The membership of the subsidiary Boards should in most instances be composed largely of members of the reorganized Boards. It will be found that this interlocking of members will conduce not only to economy but to the harmonious working out of the reorganization plans."

Also Resolution of General Assembly (p.95):

"RESOLVED: 1. That the four consolidated Boards secure amendments to the charters of the subsidiary Boards which will permit a substantial reduction in their membership.

2. That the subsidiary Boards hold meetings in accordance with the requirements of their respective charters, elect officers, and observe and perform all other necessary corporate acts.

3. That officers serve without salaries, and no expense be incurred which is not absolutely necessary to keep the organization alive.

4. That the members of subsidiary Boards be chosen as largely as possible from the membership of the consoli-

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dated Boards to which they are subsidiary."

3. But failure to reduce the membership of either of these two Boards is not to be laid hold of as an excuse for ~~thus~~ not turning over its funds to the Board of National Missions. The subsidiary Boards were directed to reduce their membership so that, after they had turned over their funds to the National Board and were being maintained merely for technical legal reasons, their organization and administration should be as simple, and their membership as restricted, as possible.

4. The thing, it seems to me, is for the General Assembly to elect trustees for each of these two Boards to their original number so that they may be able legally to carry out the bidding of the General Assembly. Having done so, their membership can be reduced.

5. It would be a misfortune, I think, for the coming General Assembly to adjourn without constituting the trusteeship of these two Boards at their full unreduced number. Indeed I do not know but that the old members, as they stood in 1923, have actually held over and are now trustees, no successors to them having been appointed.

6. I do not know how many members of the Woman's Board or of the Board of Church Erection there originally were. Some member of each Board, I believe, will be at the General Assembly and will know.

I write this letter in haste so that it may reach you as soon as possible.

Yours sincerely,

WEC:RM

William E. Carnochan

April 27, 1926

WOMAN'S BOARD OF HOME MISSIONS

BY-LAWS

ARTICLE I

Members

Section 1. The Woman s Board of Home Missions shall consist of nine members who shalf remain in office for such period and be removed and succeeded by others chosen at such time and in such manner as the General Assembly of the Presbyterian Church in the United States of America shall from time to time direct and appoint.

Section 2. The Board shall fill its own vacancies until the following meeting of the General Assembly and shall elect annually such officers as may be requisite for the prosecution of its work.

ARTICLE II

Officers

Section 1. The Executive Officers shall consist of a President, a Vice-President and a Recording Secretary, these to be elected from the membership of the Board.

Section 2. The Administrative Officers shall consist of a General Secretary and a Treasurer. These officers shall conduct the work of the Board in accordance with the duties outlined in Article IV. These officers shall serve without salary. At all business meetings of the Board administrative officers shall have the privilege of the floor without vote.

Section 3. The Executive and Administrative Officers shall be elected at the annual meeting of the Board or as soon thereafter as may be convenient.

Section 4. Each officer shall serve from the close of the annual meeting at which she is elected to the close of the next annual meeting, or until her successor is elected. Vacancies in either executive or administrative offices may be filled by the Board at any regular meeting of the Board or at any special meeting when notice of the election shall have been contained in the notice of the meeting.

ARTICLE III

Executive Officers

Section 1. The President shall preside at all meetings of the Board. She shall perform all duties consequent upon her position.

Section 2. The Vice-President shall, in the absence of the President, assume the duties of that office.

Section 3. The Recording Secretary shall keep the minutes of the Board.

ARTICLE IV
Administrative Officers

Section 1. The General Secretary shall send notices of the meetings of the Board and shall perform such duties as may be assigned to her by the Board.

Section 2. The Treasurer shall receive all moneys designated for the Board and receipt therefor, and make such disbursements as may be approved by the Board.

The Treasurer shall sign all receipts, releases and waivers for legacies and other moneys bequeathed or contributed to the Board and shall affix the corporate seal in all places where the seal is necessary.

The Treasurer shall have authority to sign all contracts and deeds, assignments or bills of sale, or other documents for the transfer of property, either real or personal, after such contracts or transfers of property shall have been approved by the vote of the Board.

The Treasurer shall deposit temporarily, to the credit of the Board, any uninvested trust or permanent fund with a trust company or companies approved by the Finance Committee of the Board, until such time as said funds can be invested permanently, under the direction of the Finance Committee of the Board.

The Treasurer shall present to the Board a brief monthly statement showing the total receipts and disbursements to date and investments made in the name of the Board.

The books of the Treasurer shall be examined by a certified public accountant chosen by the Board, and an annual report of this auditing shall accompany the Treasurer's report at the annual meeting of the Board. The books of the Treasurer shall close on March 31st of each year.

The Treasurer shall be bonded to the amount of $15,000.- the Guaranty Company to be chosen by the Board and the expense of the bond to be borne by the Board.

ARTICLE V

Signature of checks

The checks of the corporation shall be signed by the Treasurer or by such other officer or officers as the Board may from time to time designate by resolution.

ARTICLE VI

Meetings

Section 1. The regular business meetings of the Board shall be held on the third Tuesday of each month at 1:30 p. m. except during the months of July and August, at 156 Fifth Avenue, New York, N. Y. Notice for said meetings shall be sent ten days in advance by the General Secretary.

Section 2. The Annual Meeting of the corporation of the Woman's Board of Home Missions shall be held in New York City on the third Tuesday of April of each year.

Section 3. A special meeting may be called at any time by the President or on request of three members of the Board, provided notice thereof be sent at least two days in advance by mail, telephone or telegram.

* Section 4. Three members of the Board shall constitute a quorum.

ARTICLE VII

Finance Committee

The Finance Committee shall consist of three members who shall advise with the Treasurer on all matters that concern the finances of the Board.

The Finance Committee shall have power to invest funds, sell securities and reinvest funds, provided that such actions shall be taken only on vote of a majority of the committee and provided that all such investments shall be subject to the approval of the Finance Committee of the Board of National Missions.

The Finance Committee is authorized to act in cases calling for action before the next meeting of the Board, in the name and behalf of the Board with regard to the acceptance by the Treasurer of legal processes, waivers of citation, the receipt, release and grant of refunding bonds in the settlement of estates, and the signing of mortgage extensions and satisfaction pieces and other similar documents.

The Finance Committee shall recommend to the Board certified public accountants to audit the accounts of the Treasurer.

ARTICLE VIII

Amendment and suspension of By-Laws

Section 1. These By-laws may be amended at any regular meeting of the Board by a three-quarter vote of those present entitled to vote, provided written notice of the amendment or amendments proposed shall be given in the notice of the meeting at which action is to be taken.

*As amended June 20, 1927

Rev

Woman's Board of Home Missions

of the

Presbyterian Church in the United States of America

156 Fifth Avenue, New York, N. Y.

BY-LAWS

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Section 1. These By-Laws may be amended at any regular meeting of the Board by a three-quarter vote of those present entitled to vote, provided written notice of the amendment or amendments proposed shall be given in the notice of the meeting at which action is to be taken.

I hereby certify that the foregoing is a true and exact copy of the By-Laws of the Woman's Board of Home Missions of the Presbyterian Church in the U.S.A.

Attest: Lucy D. Dawson
General Secretary.

June 2, 1926.

1 Holding Board Per

July 1, 1927

[redacted]

Miss [redacted], Filing Department

RE: BY-LAWS OF WOMAN'S BOARD OF HOME MISSIONS

This is an extra copy of the By-laws. Will you please hold them in the current file of Woman's Board of Home Missions minutes, that is, at the end of the year, instead of filing them with 1927-28, putting them in the 1928-29 folder, and so on, that they may always be handy for reference.